

STATE OF ALABAMA)
COUNTY OF SHELBY)

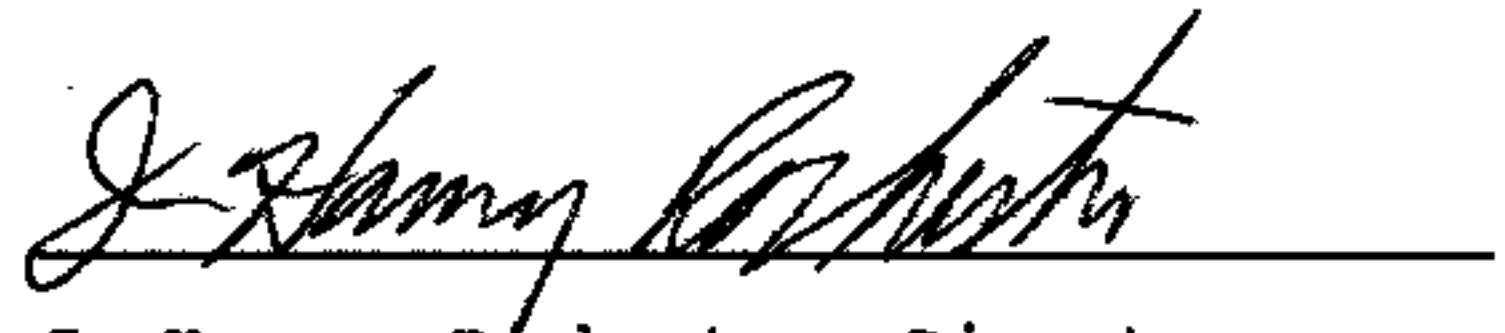
AMENDMENT TO ARTICLES OF INCORPORATION
OF ROCHESTER'S DEPARTMENT STORE, INC.

Come now the Shareholders, Directors and Officers of the above designated Corporation, pursuant to Alabama Code Section 10-2A-110, et seq., upon a specially called meeting; and there being present J. Harvey Rochester and Hazel D. Rochester, constituting all of the Shareholders and Directors of the Corporation, as well as the Officers of such Corporation, and upon motion duly made, seconded and unanimously carried;

IT IS HEREBY RESOLVED that the par value of the above designated corporate shares (being 25,000 in number) are hereby reduced from \$1.00 per share, as existing par value, to the sum of \$.10, per share, as par value. Such reduction of par value is undertaken by the Shareholders, Directors and Officers of the Corporation for the purpose of more reasonably reflecting such par value, per share of corporate stock.

There being no further business to come before this meeting of the Shareholders, Directors and Officers of the Corporation, and each Shareholder, Director and Officer of such Corporation having hereby advised the Chairman of this meeting of his or her waiver of such prior notice, said meeting is hereby adjourned.

This meeting was held on the 30th day of December, 1992, all Shareholders, Directors and Officers of the Corporation having been present, and hereby ratifying the actions taken upon the matter stated herein.



J. Harvey Rochester, Director,
Vice-President, Secretary

Inst # 1992-31610

M. A. Spear

12/30/1992-31610
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.00

Hazel D. Rochester

Hazel D. Rochester, Director,
Shareholder, President

Sworn to and subscribed before me this the 30th day of December, 1992.

Devin J. Spear
Notary Public 9/94

Inst # 1992-31610

State of Alabama

SHELBY County

CERTIFICATE OF AMENDMENT

OF

ROCHESTER'S DEPARTMENT STORE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of ROCHESTER'S DEPARTMENT STORE, INC., duly signed and verified pursuant to the provisions of Section 10-2A-190 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of ROCHESTER'S DEPARTMENT STORE, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 30th day of

DECEMBER, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-31610

12/30/1992-31610
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.00

